

1  
2  
3  
4  
5  
6  
7  
8  
9  
10 **UNITED STATES DISTRICT COURT**  
11 **CENTRAL DISTRICT OF CALIFORNIA**  
12

13  
14 SECURITIES AND EXCHANGE  
15 COMMISSION,

16 Plaintiff,

17 vs.

18 ENVISION DIRECT L.L.C. and  
19 GARY R. HEADDING,

20 Defendants.  
21

Case No. SA CV 10-241 JVS (MLGx)

**FINAL JUDGMENT AGAINST  
DEFENDANTS ENVISION DIRECT  
L.L.C. AND GARY R. HEADDING**

22 The Securities and Exchange Commission (the “Commission”) having filed  
23 a Complaint, and Defendants Envision Direct L.L.C. (“Envision”) and Gary R.  
24 Headding (“Headding”) having each entered a general appearance, consented to  
25 the Court’s jurisdiction over Defendant and the subject matter of this action,  
26 consented to entry of this Final Judgment without admitting or denying the  
27 allegations of the Complaint (except as to jurisdiction), waived findings of fact and  
28

1 conclusions of law, and waived any right to appeal from this Final Judgment:

2 **I.**

3 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that  
 4 Defendants Headding and Envision Direct and their agents, servants, employees,  
 5 attorneys, and all persons in active concert or participation with them who receive  
 6 actual notice of this Judgment by personal service or otherwise and each of them,  
 7 be and hereby are permanently restrained and enjoined from, directly or indirectly,  
 8 by use of the mails or other means or instrumentalities of interstate commerce:

9 (a) with scienter, employing devices, schemes, or artifices to defraud  
 10 clients or prospective clients; or

11 (b) engaging in transactions, practices, or courses of business which  
 12 would operate as a fraud or deceit upon clients or prospective clients in violation of  
 13 Sections 206(1) and 206(2) of the Investment Advisers Act of 1940 (“Advisers  
 14 Act”), 15 U.S.C. §§ 80b-6(1) and 80b-6(2).

15 **II.**

16 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
 17 Headding and his agents, servants, employees, attorneys, and all persons in active  
 18 concert or participation with them who receive actual notice of this Judgment by  
 19 personal service or otherwise and each of them, be and hereby are permanently  
 20 restrained and enjoined from aiding and abetting any violation of Section 204 of  
 21 the Advisers Act, 15 U.S.C. § 80b-4, and Rule 204-2 thereunder, 17 C.F.R. §  
 22 275.204-2, by knowingly providing substantial assistance to an investment adviser  
 23 who fails to make and keep required records.

24 **III.**

25 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
 26 Envision Direct and its agents, servants, employees, attorneys, and all persons in  
 27 active concert or participation with them who receive actual notice of this  
 28 Judgment by personal service or otherwise and each of them, be and hereby are

1 permanently restrained and enjoined from any violation of Section 204 of the  
2 Advisers Act, 15 U.S.C. § 80b-4, and Rule 204-2 thereunder, 17 C.F.R. § 275.204-  
3 2, by failing to make and keep required records.

4 **IV.**

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
6 Defendants Envision Direct and Heading are, jointly and severally, liable for  
7 disgorgement of \$321,737, representing profits gained as a result of the conduct  
8 alleged in the Complaint, together with prejudgment interest thereon in the amount  
9 of \$56,359. Defendants shall, jointly and severally, satisfy this obligation by  
10 paying \$378,096 to the Securities and Exchange Commission within 14 days after  
11 entry of this Final Judgment.

12 Defendants may transmit payment electronically to the Commission, which  
13 will provide detailed ACH transfer/Fedwire instructions upon request. Payment  
14 may also be made directly from a bank account via Pay.gov through the SEC  
15 website at <http://www.sec.gov/about/offices/ofm.htm>. Defendants may also pay by  
16 certified check, bank cashier's check, or United States postal money order payable  
17 to the Securities and Exchange Commission, which shall be delivered or mailed to

18 Enterprise Services Center  
19 Accounts Receivable Branch  
20 6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

21 and shall be accompanied by a letter identifying the case title, civil action number,  
22 and name of this Court; Envision Direct L.L.C. and Gary R. Heading as defendants  
23 in this action; and specifying that payment is made pursuant to this Final  
24 Judgment.

25 Defendants shall simultaneously transmit photocopies of evidence of  
26 payment and case identifying information to the Commission's counsel in this  
27 action. By making this payment, Defendants relinquish all legal and equitable  
28 right, title, and interest in such funds and no part of the funds shall be returned to

1 Defendants. The Commission shall send the funds paid pursuant to this Final  
2 Judgment to the United States Treasury.

3 The Commission may enforce the Court's judgment for disgorgement and  
4 prejudgment interest by moving for civil contempt (and/or through other collection  
5 procedures authorized by law) at any time after 14 days following entry of this  
6 Final Judgment. Defendants shall, jointly and severally, pay post judgment interest  
7 on any delinquent amounts pursuant to 28 U.S.C. § 1961.

8 **V.**

9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
10 Defendant Headding shall pay a civil penalty in the amount of \$130,000 to the  
11 Securities and Exchange Commission pursuant to Section 209(e)(2)(C) of the  
12 Advisers Act, 15 U.S.C. § 80b-9(e)(2)(C). Defendant shall make this payment  
13 within 14 days after entry of this Final Judgment.

14 Defendant may transmit payment electronically to the Commission, which  
15 will provide detailed ACH transfer/Fedwire instructions upon request. Payment  
16 may also be made directly from a bank account via Pay.gov through the SEC  
17 website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by  
18 certified check, bank cashier's check, or United States postal money order payable  
19 to the Securities and Exchange Commission, which shall be delivered or mailed to

20 Enterprise Services Center  
21 Accounts Receivable Branch  
22 6500 South MacArthur Boulevard  
Oklahoma City, OK 73169

23 and shall be accompanied by a letter identifying the case title, civil action number,  
24 and name of this Court; Gary R. Headding as a defendant in this action; and  
25 specifying that payment is made pursuant to this Final Judgment.

26 Defendant shall simultaneously transmit photocopies of evidence of  
27 payment and case identifying information to the Commission's counsel in this  
28 action. By making this payment, Defendant relinquishes all legal and equitable

1 right, title, and interest in such funds and no part of the funds shall be returned to  
 2 Defendant. The Commission shall send the funds paid pursuant to this Final  
 3 Judgment to the United States Treasury. Defendant shall pay post-judgment  
 4 interest on any delinquent amounts pursuant to 28 USC § 1961.

## 5 VI.

6 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
 7 Defendant Envision Direct shall pay a civil penalty in the amount of \$650,000 to  
 8 the Securities and Exchange Commission pursuant to Section 209(e)(2)(C) of the  
 9 Advisers Act, 15 U.S.C. § 80b-9(e)(2)(C). Defendant shall make this payment  
 10 within 14 days after entry of this Final Judgment.

11 Defendant may transmit payment electronically to the Commission, which  
 12 will provide detailed ACH transfer/Fedwire instructions upon request. Payment  
 13 may also be made directly from a bank account via Pay.gov through the SEC  
 14 website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by  
 15 certified check, bank cashier's check, or United States postal money order payable  
 16 to the Securities and Exchange Commission, which shall be delivered or mailed to

17 Enterprise Services Center  
 18 Accounts Receivable Branch  
 19 6500 South MacArthur Boulevard  
 Oklahoma City, OK 73169

20 and shall be accompanied by a letter identifying the case title, civil action number,  
 21 and name of this Court; Envision Direct L.L.C. as a defendant in this action; and  
 22 specifying that payment is made pursuant to this Final Judgment.

23 Defendant shall simultaneously transmit photocopies of evidence of  
 24 payment and case identifying information to the Commission's counsel in this  
 25 action. By making this payment, Defendant relinquishes all legal and equitable  
 26 right, title, and interest in such funds and no part of the funds shall be returned to  
 27 Defendant. The Commission shall send the funds paid pursuant to this Final  
 28 Judgment to the United States Treasury. Defendant shall pay post-judgment

1 interest on any delinquent amounts pursuant to 28 USC § 1961.

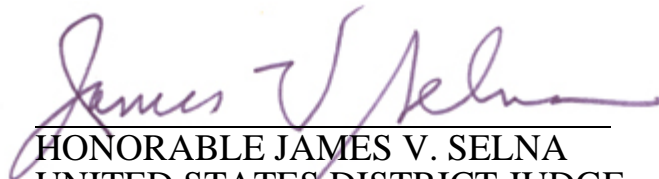
2 **VII.**

3 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
4 Defendants' Consent is incorporated herein with the same force and effect as if  
5 fully set forth herein, and that Defendants shall comply with all of the undertakings  
6 and agreements set forth therein.

7 **VIII.**

8 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this  
9 Court shall retain jurisdiction over this matter for the purpose of enforcing the  
10 terms of this Final Judgment.

11  
12 Dated: November 17, 2014

13  
14   
15 HONORABLE JAMES V. SELNA  
16 UNITED STATES DISTRICT JUDGE  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28